



PUBLIC OFFERING

The FHB Mortgage Bank Co. Plc's (registration number: 01-10-043638, date of registration: 18 March 1998, head office: 1082 Budapest, Üllői út 48.) (hereafter: "Issuer", FHB Nyrt." or "Bank") Board of Directors has a regulation No. 89/2011. (14. December) to launch its Issue Program 2012-2013 with a HUF 200 billion total nominal value for issuance of Hungarian Covered Mortgage Bonds (jelzáloglevelek) and Notes, within the frameworks of it the Issuer is planning to issue different registered covered mortgage bonds' and bonds' series and within the series different tranches. Since there is no universal responsibility between the Issuer and the Managers, the securities issued under the auspices of the Base Prospectus have out of ordinary risks. The Issuer publishes its Base Prospectus on the website of its own and of the BSE, the hard copies are available at the selling places.

The number and date of the license granted by the Hungarian Financial Supervisory Authority (HFSA) to publish the Base Prospectus of the Issue Program and the disclosure of the public issue: KE-III-55/2012. 03. February 2012.

Pursuant to the Issue Program referred above the Issuer publicly offers to issue **first** part of FHB Senior unsecured Bond series [FK14NF02](#).

The base of the issue: the resolution No. [129/2012. \(31. July \)](#) of the Assets/Liabilities Committee.

1. Issuer: FHB Mortgage Bank Co. Plc.
(*FHB Jelzálogbank Nyilvánosan Működő Részvénytársaság*)
2. (a) Series Number: 9 (2012-2013 Issue Programme)
(b) Tranche Number: **1**
3. Aggregate Nominal Amount:
(a) Series: Minimum EUR 1,000,000
(b) Tranche: Minimum EUR 1.000,000
4. Specified Currency or Currencies: EUR
5. Issue Price (per Bond): 99.20% per Specified Denomination
6. Specified Denominations: EUR 100
7. Number of pieces
(a) Series: Minimum 10,000 pieces
(b) Tranche: Minimum 10,000 pieces
8. (a) Issue Date: **07.08.2012**
(b) Interest Commencement Date: 08.08.2012

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| 9. | Date of Settlement | 08.08.2012 |
| 10. | Value Date: | 08.08.2012 |
| 11. | Maturity Date: | 22.12.2014 |
| 12. | Tenor: | 08.08.2012-22.12.2014 |
| 13. | Interest Basis: | Fixed Rate |
| 14. | Redemption/Payment Basis: | Redemption at the Specified Denomination |
| 15. | Change of Interest Basis or Redemption/ Payment Basis: | Not Applicable |
| 16. | Put/Call Options: | Not Applicable |
| 17. | Method of the issuance: | Public offering |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 18. | Fixed Rate Bond Provisions | Applicable |
| | (a) Rate(s) of Interest: | 11 per cent. (not on annual basis) payable in one sum at maturity |
| | (b) Interest Payment Date(s): | 22 December 2014 |
| | (c) Fixed Coupon Amount per Bond: | EUR 11 per Specified Denomination |
| | (d) Broken Amount(s): | Not Applicable |
| | (e) Day Count Fraction: | Actual/365 |
| | (f) Business Day Convention: | Following Business Day Convention |
| | (g) Determination Date(s): | Not Applicable |
| | (h) Party responsible for calculating amounts payable: | Paying Agent FHB Bank Zrt. (1082 Budapest, Üllői út 48.) |
| | (i) Compound interest: | 0. per cent. per Specified Denomination on 08.08.2012 |
| | (j) Other terms relating to the method of calculating interest for Fixed Rate Notes: | None |
| 19. | Floating Rate Bond Provisions | Not Applicable |

20. **Zero Coupon Bond Provisions** Not Applicable

21. **Index Linked Interest Bond Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

22. Issuer Call: Not Applicable

23. Final Redemption Amount: EUR 100 per Specified Denomination

24. Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 5(c)): Condition 5(c) is applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. The type of the Notes: Registered Notes

26. Details relating to the appearance of Notes: Dematerialised Notes and the Deed

27. Representation of the Notes Holders: Non

28. Planned dates of the issuance of new tranches: According to the decision of the Issuer's Asset/Liability Committee

29. Additional Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable

30. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable

31. Change of denomination Not Applicable

32. Other final terms: Not Applicable

DISTRIBUTION

33. If syndicated, names of Managers: FHB Bank Zrt. 1082 Budapest, Üllői út 48.,

34. Stabilising Manager (if any): Not Applicable

35. Market Makers: FHB Bank Zrt. 1082 Budapest, Üllői út 48.,

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| 36. Methods of public issuance: | Subscription |
| (i) Date of Subscription: | 03.08.2012 10:00-07.08.2012 10:00 CET |
| (ii) Place of Subscription: | FHB Bank Zrt. 1082 Budapest, Üllői út 48., |
| (iii) Manager: | FHB Bank Zrt. 1082 Budapest, Üllői út 48., |
| (iv) Upper limit: | Not applicable |
| (v) Lower limit: | Not applicable. If the Notes offered by the Issuer for sale are not purchased because no appropriate purchase price is received on the above mentioned accounts the Issuer might decide not to issue any notes. The mode of refunding will be discussed under the heading 'Refunding'. |
| (vi) Issue price: | 99,20% per Specified Denomination |
| (vii) Method and date of Subscription: | Pursuant to the section III.6 (Rules of the Subscription) of the Base Prospectus of the Issue Program 2012-2013, on 07.08.2012 . |
| (viii) The ratio of the non competitive bids and the total bids: | Not Applicable |
| (ix) Date and place of the allocation: | 07.08.2012 . on the obligatory websites |
| 37. Place of the issuance: | Hungary |
| 38. Potential investors: | Hungarian and foreigner institutional investors, limited partnerships |
| 39. Additional selling restrictions: | Not Applicable |

PROCEDURE

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| 40. Clearing and Settlement: | KELER Zrt. 1075 Budapest, Asbóth u. 9-11. |
| 41. Any clearing system(s) other than KELER and the relevant identification number(s): | Not Applicable |
| 42. Delivery: | DVP |
| 43. Effectuation: | Hungary |
| 44. Crediting: | On security accounts |
| 45. Other paying Agent(s): | Not Applicable |
| 46. Isolated deposit accounts of the Managers: | FHB Bank Zrt. 1082 Budapest, Üllői út 48.: 18200009-09000000-65020044 fax:36-1- 4529245, e-mail: treasuryfo@fhb.hu SWIEUR Code FHJB HU HB |

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| | FHB JZB: |
| 47. Disbursements, place of payments: | Pursuant to the point 4. (Disbursements) of the section III.3 (Terms and conditions of the notes) of the Base Prospectus of the Issue Program 2012-2013. |
| 48. ISIN code: | HU0000350764 |
| 49. Ticker code: | FK14NF02 |
| 50. Other: | FHB Forte EURO Interest Collector 2 Bond |

GENERAL INFORMATION

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| 51. Use of Proceeds: | The Bank uses the proceeds for the sources of mortgage lending. |
| 52. Market making: | Bloombergen (FHB C), |
| 53. Notices, place of disclosure of information | The Public Offering, the Final Terms, the Base Prospectus, an all ordinary and extraordinary notices to Investors with respect to the Notes issued through a public issue shall be published on the website of the Issuer (www.fhb.hu), of the HFSA (www.kozzetetelek.hu) and of the BSE (www.bse.hu). Pursuant to the Decree of Ministry of Finance No. 24/2008 (VIII. 15) the Issuer publishes the regulated information at homepages of the media called Portfolio. The hard copies of the Base Prospectus are available at the selling points. |
| 54. Notes: | The Public Offering, the Final Terms, the Base Prospectus, an all ordinary and extraordinary notices to Investors with respect to the Notes issued through a public issue shall be published on the website of the Issuer (www.fhb.hu), of the HFSA (www.kozzetetelek.hu) and of the BSE (www.bse.hu). Pursuant to the Decree of Ministry of Finance No. 24/2008 (VIII. 15) the Issuer publishes the regulated information at homepages of the media called Portfolio. |
| 55. Governing law: | Hungarian law |

OTHER CONDITIONS

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| 56. Listing and admission to trading application: | |
| (a) Listing: | Not Applicable |
| (b) Listing Agent: | Not Applicable |
| (c) Decision on listing: | Not Applicable |
| 57. Rating: | The Issuer's rating: Ba3 (Moody's) |
| 58. Licence: | |
| The number and date of the license granted by the Hungarian Financial Supervisory Authority (HFSA) | |

to publish the Base Prospectus of the Issue Program and the disclosure of the public issue: KE-III-55/2012. 03. February 2012.

The base of the issue of the series FK14NF02: the resolution No. 129/2012. (31. July) of the Assets/Liabilities Committee.

59. Interest of the natural and legal entities taking part in the issuance. None

60. Cost of the issuance: Less, than 1 per cent. of the total volume to be issued

61. Yield: 4.85% The yield is calculable on the issue price basis

These Final Terms comprise the final terms required to have admitted to trading the issue of Mortgage Bonds described herein pursuant to the HUF 200,000,000,000 Mortgage Bond and Note Program (2012-2013) of FHB Mortgage Bank Co. Plc. (*FHB Jelzálogbank Nyilvánosan Működő Részvénytársaság*).

Selling points:
FHB Bank Zrt. 1082 Budapest, Üllői út 48.

Budapest, 02.08.2012.

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Szuda János
Managing Director

FHB Jelzálogbank Nyrt.
Issuer

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Bozzai Rita
Director